

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
APPLESEED'S INTERMEDIATE HOLDINGS, LLC, <i>et al.</i> ,)	Case No. 11-10160 (KG)
)	
Debtors.)	Jointly Administered
)	
Robert N. Michaelson, as Trustee of the Appleseed's Litigation Trust,)	
)	
Plaintiff,)	Civ. No. 11-807 (JEI/KM)
v.)	
)	
Jeffrey D. Farmer, <i>et al.</i> ,)	
)	
Defendants.)	
)	
Golden Gate Private Equity, Inc., <i>et al.</i> ,)	
)	
Counterclaim- Plaintiffs,)	Civ. No. 11-807 (JEI/KM)
v.)	
)	
Robert N. Michaelson, as Trustee of the Appleseed's Litigation Trust,)	
)	
Counterclaim- Defendant.)	
)	

STIPULATION AND [PROPOSED] SCHEDULING ORDER

To promote the efficient and expeditious disposition of the above-captioned litigation (the "Litigation"), the following schedule in this Proposed Scheduling Order (the "Order") shall apply to this Litigation:

1. **May 15, 2012:** The Plaintiff and the Golden Gate Parties exchanged Initial Disclosures pursuant to Fed. R. of Civ. Pro. 26(a)(1)(A).
2. **June 1, 2012:** The remaining defendants will exchange Initial Disclosures pursuant to Fed. R. of Civ. Pro. 26(a)(1)(A).
3. To be determined, if necessary, after the conclusion of mediation: Rule 16 Conference.
4. **July 2, 2012:** Parties shall exchange information regarding Relevant Electronic Systems to be searched by the Producing Parties, pursuant to the Stipulation and Proposed Order Regarding Protocol for Production of Documents and Information (the "Production Protocol").
5. **July 14, 2012:** Parties complete negotiations regarding the Production Protocol and the Stipulated Protective Order by this date.
6. **July 21, 2012:** Last day for any Party to serve its first sets of document requests.
7. **September 10, 2012:** Initial production of documents shall be due. Document production may continue on a rolling basis until November 15, 2012. This deadline does not apply to documents requested or subpoenaed from third parties.
8. **October 12, 2012:** Last day for additional party document requests to be served.
9. **October 30, 2012:** Parties shall exchange lists of fact deponents, subject to the parties' anticipated conference on the number and length of fact depositions. It is the intention of the parties to identify as many fact witnesses as possible by this date, and they agree to exchange lists in good faith; however, without prejudice to any party's

right to seek to impose a limit on the number of depositions, the parties recognize that the identity or significance of additional fact witnesses may be revealed as a result of additional document productions and fact depositions. The parties will meet and confer over deposition protocols both before and after this date. Nothing herein prevents a party from conducting a deposition before this date.

10. **November 15, 2012:** Production of documents by parties in response to Initial Document Requests may continue on a rolling basis until this date, provided, however, that this date is without prejudice to any party's right to seek extension of time to complete document production in response to the Initial Document Requests due to circumstances not reasonably within the contemplation of such party as of the date of this stipulation.

11. **December 3, 2012:** Fact depositions, including non-party depositions, shall begin. Nothing herein, however, prevents a party from conducting a deposition before this date.

12. **December 18, 2012:** Parties shall confer regarding the protocols for expert discovery by this date.

13. **January 31, 2013:** Last date for service by any Party of interrogatories or requests for admissions. Responses to any interrogatories or requests for admission shall be due on or before the close of fact discovery. Requests for admission for the purpose of authenticating documents, however, may be served until August 16, 2013.

14. **March 4, 2013:** Close of fact discovery.

15. **March 8, 2013:** Parties shall disclose the identity of testifying expert witnesses.

16. **April 11, 2013**: Last day for parties to serve opening expert reports.
17. **May 10, 2013**: Last day for parties to serve rebuttal expert reports.
18. **May 27, 2013**: Expert depositions shall begin.
19. **June 10, 2013**: Expert depositions shall be completed.
20. **July 12, 2013**: Last day for parties to file dispositive motions. Any party may file a motion under Fed. R. Civ. Pro. 56 prior to this date. However, any party doing so shall schedule a status conference with the Court to set the briefing schedule, unless otherwise agreed upon by the parties to the motion.
21. **TBD, 2013**: Responsive briefs shall be filed within 30 days after service of a dispositive motion. Reply briefs shall be filed within 14 days after service of a responsive brief.

22. **August 16, 2013**: Last day for parties to serve requests for admission to authenticate documents.

23. **September 2, 2013**: Last day for parties to file pre-trial motions.

24. **September 9, 2013**: [Proposed] trial date.

June 1, 2012

DRINKER BIDDLE & REATH LLP

/s/ HOWARD A. COHEN

Howard A. Cohen (DE 4082)
Robert K. Malone (admitted *pro hac vice*)
Michael P. Pompeo (admitted *pro hac vice*)
1100 North Market Street, Suite 1000
Wilmington, DE 19801
(302) 467-4200
Howard.Cohen@dbr.com
Robert.Malone@dbr.com
Michael.Pompeo@dbr.com

So Ordered this 1st day
of June, 2012

Honorable Karen M. Williams
United States Magistrate Judge

- AND -

COOLEY LLP
Jay R. Indyke
Cathy Hershcopf
Richard S. Kanowitz
1114 Avenue of the Americas
New York, NY 10036
(212) 479-6000
jindyke@cooley.com
chershcopf@cooley.com
rkanowitz@cooley.com

*Counsel for Robert N. Michaelson, as Trustee of the
Appleseed's Litigation Trust*

RICHARDS, LAYTON & FINGER, P.A.

/S/ DREW G. SLOAN

Mark D. Collins (DE 2981)
Robert J. Stearn, Jr. (DE 2915)
Drew G. Sloan (DE 5069)
One Rodney Square
920 North King Street
Wilmington, DE 19801
302.651.7700
collins@rlf.com
stearn@rlf.com
dsloan@rlf.com

-AND-

MILBANK, TWEED, HADLEY & MCCLOY LLP
Linda Dakin-Grimm
Robert J. Moore
David B. Zolkin
601 S. Figueroa Street, 30th Fl.
Los Angeles, CA 90017
(213) 892-4000
ldakin-grimm@milbank.com
rmoore@milbank.com
dzolkin@milbank.com

- AND -

MILBANK, TWEED, HADLEY & MCCLOY LLP
Sander Bak

Chase Manhattan Plaza, 46th Fl.
New York, NY 10005
(212) 530-5125
sbak@milbank.com

- AND -

MILBANK, TWEED, HADLEY & McCLOY LLP
Aaron L. Reneger
1850 K Street, NW, Suite 1100
Washington D.C. 20006
202.835.7505
arenenger@milbank.com

*Counsel for Golden Gate Entities, Stefan Kaluzny,
Joshua Olshansky, Geralynn Madonna, Jim
Brewster, and Charles Slaughter (Individually and
as Trustee)*

BLANK ROME LLP

/S/ ELIZABETH A. SLOAN
Elizabeth A. Sloan (DE 5045)
1201 Market Street, Suite 800
Wilmington, DE 19801
302.425.6400
sloan@blankrome.com

-AND-

BLANK ROME LLP
Earl M. Forte
Ian M. Comisky
One Logan Square
130 North 18th St.
Philadelphia, PA 19103
215.569.5500
forte@blankrome.com
comisky-IM@blankrome.com

*Counsel for Jeffrey D. Farmer, Bradford J. Farmer,
Brent Bostwick, and Vito Kowalchuk*

MORRIS JAMES LLP

/S/ CARL N. KUNZ, III

Carl N. Kunz, III
500 Delaware Ave., Ste. 1500
Wilmington, DE 19801
302.888.6811
ckunz@morrisjames.com

Counsel for Karinn Kelly

GOODWIN PROCTER LLP

/S/ MICHAEL J. PAPPONE

Michael J. Pappone
53 State Street
Boston, MA 02109
617.570.1940
mpappone@goodwinprocter.com

- AND -

GOODWIN PROCTER LLP

Andrew B. Levin
620 Eighth Avenue
New York, NY 10018
212.459.7292
alevin@goodwinprocter.com

- AND -

PEPPER HAMILTON LLP

David M. Fournier
Hercules Plaza, Suite 5100
1313 N. Market Street
Wilmington, DE 19801
302.777.6565
fournierd@pepperlaw.com

*Counsel For Webster Capital Founder's Fund, L.P.,
Webster II, LLC, and Webster III, LLC*